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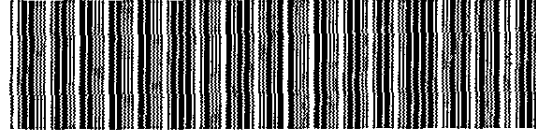
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PLEASE REPLY TO: JACKSONVILLE OFFICE

www.fishertousey.com

**FISHER, TOUSEY, LEAS & BALL**  
ATTORNEYS AT LAW

August 4, 2006

**VIA FEDEX**

Department of State  
Division of Corporations  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

Re: Certificate of Conversion

On behalf of our client, BBR Holdings, LLC, enclosed please find a Certificate of Conversion and Articles of Organization converting the Georgia limited liability company into a Florida limited liability company. Also enclosed is a check made payable to the Florida Department of State for \$185.00, which includes the \$25.00 fee for the Certificate of Conversion, \$125.00 for the filing of the Articles of Organization, \$30.00 for a certified copy, and \$5.00 for a certificate of good standing.

Please forward the certified copy and certificate of good standing to my attention.

Sincerely,

Steven E. Marshall  
Paralegal

Enclosures

134595

## CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, DX Marketing, LLC, a Georgia limited liability company (the "Georgia Company"), hereby submits the attached Articles of Organization for BBR Holdings, LLC, a Florida limited liability company (the "Company"), and this Certificate of Conversion to convert the Georgia Company into a Florida limited liability company.

FIRST: The name of the limited liability company immediately prior to filing this Certificate of Conversion was DX Marketing, LLC. *mo2-157*

SECOND: The date on which and the jurisdiction in which the limited liability company was first created or otherwise came into being are:

A. Date: November 2, 2001

B. Jurisdiction: Georgia

Immediately prior to filing this Certificate of Conversion, the Georgia Company was a Georgia limited liability company.

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is BBR Holdings, LLC.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

DX Marketing, LLC,  
a Georgia limited liability company

By: *David B. Matchett*  
David B. Matchett, Member

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**ARTICLES OF ORGANIZATION**  
**OF**  
**BBR HOLDINGS, LLC**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I**  
**NAME**

The name of the limited liability company shall be BBR Holdings, LLC (the "Company"). The mailing and street address of the principal office of the Company in Florida shall be 7900 Belfort Parkway, Suite 500, Jacksonville, Florida 32256.

**ARTICLE II**  
**PURPOSES AND POWERS**

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent in the State of Florida are: David B. Matchett, 7900 Belfort Parkway, Suite 500, Jacksonville, Florida 32256.

**ARTICLE IV**  
**ADMISSION OF MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

**ARTICLE V**  
**TERMINATION OF EXISTENCE**

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining

member. The Company shall be terminated and dissolved upon the consent of all of the members.

#### ARTICLE VI

##### MANAGER

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement.

#### ARTICLE VII

##### DURATION

The Company shall exist perpetually. Corporate existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization in Jacksonville, Florida for the foregoing uses and purposes this 31st day of July, 2006.

  
\_\_\_\_\_  
David B. Matchett

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

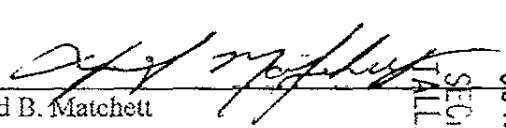
Pursuant to the provisions of Florida Statutes, BBR Holdings, LLC, a Florida limited liability company (the "Company"), submits the following statement in designating the registered office/registered agent of the Company in the State of Florida:

1. The name of the Company is: BBR Holdings, LLC.
2. The name and address of the registered agent and office are: David B. Matchett,  
7900 Belfort Parkway, Suite 500, Jacksonville, Florida 32256.

**ACKNOWLEDGMENT:**

Having been named as registered agent and to accept service of process for the Company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in the Florida Limited Liability Company Act.

DATED: This 31st day of July, 2006.

  
\_\_\_\_\_  
David B. Matchett

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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